

FREQUENCY ELECTRONICS INC

Form 8-K

October 26, 2018

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): October 25, 2018

**FREQUENCY ELECTRONICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-8061**

**11-1986657**

(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation) File Number) Identification No.)

**55 Charles Lindbergh Blvd., Mitchel Field, NY 11553**

(Address of principal executive offices) (Zip Code)

**(516) 794-4500**

(Registrant's telephone number, including area code)

**NONE**

(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**ITEM 5.07. Submission of Matters to a Vote of Security Holders.**

On October 25, 2018, Frequency Electronics, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As of September 14, 2018, the record date for the Annual Meeting, there were 8,729,682 shares of Common Stock of the Company entitled to vote at the Annual Meeting. A total of 8,244,706 shares or 93% of the shares of Common Stock entitled to vote at the Annual Meeting were represented in person or by proxy, and the stockholders:

elected each of the Company’s nominees for director to serve for terms of one year and until their successors are elected and qualified,

ratified the appointment of EisnerAmper LLP as the Company’s independent auditors for the fiscal year ending April 30, 2019, and

approved, on a non-binding advisory basis, the Company’s executive compensation.

The voting results at the Annual Meeting were as follows:

1. Election of the following seven directors:

<b>DIRECTOR</b>	<b>FOR</b>	<b>WITHHELD</b>	<b>BROKER NON-VOTES</b>
Martin B. Bloch	5,565,361	992,953	1,686,392
Joel Girsky	5,537,421	1,020,893	1,686,392
Jonathan Brolin	6,537,726	20,588	1,686,392
Richard Schwartz	5,565,361	992,953	1,686,392
Stanton D. Sloane	5,559,203	999,111	1,686,392
Russel Sarachek	5,565,361	992,953	1,686,392
Lance Lord	5,565,361	992,953	1,686,392

2. Ratification of the appointment of EisnerAmper LLP as the Company’s independent auditors for the fiscal year ending April 30, 2019:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
8,243,852	786	68	0

3. Non-binding advisory vote on executive compensation:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
6,502,329	50,204	5,781	1,686,392

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FREQUENCY ELECTRONICS, INC.**

By: /s/ Steven Bernstein

Steven Bernstein

Chief Financial Officer

Dated: October 26, 2018